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Attorney for General Physics Corporation
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____	X	
	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
_____	X	

**RESPONSE AND CONDITIONAL OBJECTION OF GENERAL
PHYSICS CORPORATION AND GP STRATEGIES
CORPORATION (SOLELY AS TO UNLISTED CURE AMOUNTS)
TO NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND
ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED
LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES
OF NONRESIDENTIAL REAL PROPERTY AND (II) CURE
AMOUNTS RELATED THERETO**

GP Strategies Corporation, General Physics Corporation and Sandy Corporation,
a division of General Physics Corporation (collectively, "GP") do not object to the
assumption by the Debtors of any of the executory contracts with GP that the Debtors
desire to assume. As the Debtors have not yet reported the asserted cure amounts for the

executory contracts with GP, GP files this conditional response and objection solely to preserve the right to respond to the assertion of cure amounts by the Debtors.

In support hereof, GP states as follows:

1. By motion dated June 1, 2009, General Motors Corporation (“GM”) and its debtor subsidiaries, as debtors-in-possession (collectively, the “Debtors”), seek, among other things, authorization and approval of the sale of substantially all of the Debtors’ assets and the assumption and assignment of certain executory contracts pursuant to a Master Sale and Purchase Agreement and related agreements (the “MPA”) among the Debtors and Vehicle Acquisition Holdings LLC, a purchaser sponsored by the United States Department of the Treasury (the “363 Transaction”), free and clear of liens, claims, encumbrances and interests. Affected creditors are directed to Debtors’ secure website for information about assumable executory contracts (“Assumable Executory Contracts”) and amounts to be paid to cure all prepetition defaults under those Assumable Executory Contracts in accordance with section 365(b) of the Bankruptcy Code (the “Cure Amounts”). Objections to the proposed assumption and assignment of the Assumable Executory Contracts and/or objections to the Cure Amounts(s) must be made in writing and filed with the Court no later than ten days after the June 5, 2009 notice.

2. GP believes that the Assumable Executory Contracts listed on the website under GP’s User ID constitute substantially all of the executory contracts between GP and the Debtors, and GP has no objection to the assignment and assumption of those contracts in connection with the 363 Transaction. However, at this time no Cure Amounts are indicated on the website in connection with the Assumable Executory Contracts. (GP understands from communications from the Debtors that the Cure

Amounts may not be available on the website until after the objection deadline.) Accordingly, GP objects to the Cure Amounts in order to protect its interests and avoid the presumption that the Cure Amounts have no monetary value. GP is ready and willing to meet with GM and any non-Debtor counterparty to confer in good faith to determine mutually agreeable Cure Amounts corresponding to the Assumable Executory Contracts.

WHEREFORE, GP does not object to the assumption of its Assumable Executory Contracts by the Debtors but seeks to preserve the right to respond to the assertion by the Debtors as to the appropriate Cure Amounts.

Dated: June 12, 2009

/s/ Mark J. Friedman

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CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of June, 2009, a copy of the foregoing Response and Conditional Objection of General Physics Corporation and GP Strategies Corporation (Solely as to Unlisted Cure Amounts) to Notice of (i) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (ii) Cure Amounts Related Thereto was served by first class mail, postage prepaid, on the following parties:

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